

1 **RESOLUTION NO.**

2 **WHEREAS**, the City of Austin (City) formed the Austin-Bergstrom Landhost
3 Enterprise, Inc. (ABLE), a Texas public facility corporation pursuant to Chapter 303 of
4 the Texas Local Government Code in 1998 to finance the purchase, rehabilitation,
5 operation, and management of the Airport Hilton Hotel and supporting facilities; and

6 **WHEREAS**, Council simultaneously approved ABLE's Bylaws, which allowed
7 for three directors to constitute the Board of Directors; and

8 **WHEREAS**, in 2001, Council amended ABLE's Bylaws to increase the number
9 of directors to five in Resolution No. 010927-08; and

10 **WHEREAS**, on March 26, 2021, the Board of Directors further amended the
11 ABLE's Bylaws (Amended and Restated Bylaws), which are shown in the attached
12 **Exhibit A**; and

13 **WHEREAS**, the Amended and Restated Bylaws allow the designation of no fewer
14 than three and no more than seven directors to the Board of Directors and to designate
15 two Department of Aviation Director positions to serve as directors; and

16 **WHEREAS**, the Amended and Restated Bylaws allow the Board of Directors to
17 hire and fire a full or part-time president and approve the president's compensation; and

18 **WHEREAS**, the Amended and Restated Bylaws place limits on the president's
19 authority to bind ABLE; and

20 **WHEREAS**, Section 303.038(a) of the Texas Local Government Code requires
21 Council approval of any amendment to ABLE's Bylaws; **NOW, THEREFORE, BE**

22 **IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:**

23 Council finds that ABLE's Amended and Restated Bylaws are advisable and will
24 enhance and protect the value of the City's interest in ABLE.
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28 **BE IT FURTHER RESOLVED:**

29 Council approves ABLE's Amended and Restated Bylaws attached as **Exhibit A**
30 to this Resolution.

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ADOPTED: _____, 2021 **ATTEST:** _____

Jannette S. Goodall
City Clerk

DRAFT